UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



PHILLIPS EDISON & COMPANY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland (State or Other Jurisdiction of Incorporation or Organization) 27-1106076 (I.R.S. Employer Identification No.)

11501 Northlake Drive Cincinnati, Ohio (Address of Principal Executive Offices)

45249 (Zip Code)

Phillips Edison Grocery Center REIT I, Inc. Amended and Restated 2010 Long-Term Incentive Plan

(Full title of the plan)

Jeffrey S. Edison Chief Executive Officer and Chairman 11501 Northlake Drive Cincinnati, Ohio 45249 Telephone (513) 554-1110

(Name, address, and telephone number, including area code, of agent for service)

With copies to:

Tanya E. Brady, Esq.
Phillips Edison & Company
11501 Northlake Drive
Cincinnati, Ohio 45249
(513) 554-1110

Yoel Kranz, Esq.
David H. Roberts, Esq.
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

arge Accelerated Filer		Accelerated Filer	
Ion-Accelerated Filer	$\ensuremath{\square}$ (Do not check if a smaller reporting company)	Smaller reporting company	
merging growth company	П		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to the registration statement on Form S-8 (File No. 333223619) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 12, 2018 (the "Original Filing") is being filed by Phillips Edison & Company, Inc. (the "Company") solely to include the consent of Deloitte & Touche LLP to incorporate the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed as Exhibit 23.1 attached hereto. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original Filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.

Description of Exhibit

<u>4.1*</u>	Fourth Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed July 15, 2014)
<u>4.2*</u>	Articles of Amendment (incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K filed March 9, 2015)
4.3*	Second Articles of Amendment (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed December 15, 2017)
<u>4.4*</u>	Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed October 11, 2017).
<u>4.5*</u>	Amendment to Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed December 15, 2017)
<u>5.1*</u>	Opinion of Goodwin Procter LLP
<u>23.1</u>	Consent of Deloitte & Touche LLP with respect to Phillips Edison & Company, Inc.
<u>23.2*</u>	Consent of Deloitte & Touche LLP with respect to Phillips Edison Limited Partnership
<u>23.3*</u>	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
99.1*	Amended and Restated 2010 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.14 to the Registrant's Quarterly Report on Form 10-Q filed November 9, 2017).
<u>99.2*</u>	Consent of Duff & Phelps, LLC

^{*} Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Salt Lake City, Utah, on May 10, 2018.

PHILLIPS EDISON & COMPANY, INC.

/s/ JEFFREY S. EDISON

Jeffrey S. Edison

Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the registration statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JEFFREY S. EDISON	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 10, 2018
Jeffrey S. Edison		
/s/ DEVIN I. MURPHY	Chief Financial Officer (Principal Financial Officer)	May 10, 2018
Devin I. Murphy		
*	Chief Accounting Officer (Principal Accounting Officer)	May 10, 2018
Jennifer L. Robison		
*	Director	May 10, 2018
Leslie T. Chao		
*	Director	May 10, 2018
Paul J. Massey, Jr.		
*	Director	May 10, 2018
Stephen R. Quazzo		
*	Director	May 10, 2018
Gregory S. Wood		
*As Attorney-in-fact		
By: /s/ JEFFREY S. EDISON		
Jeffrey S. Edison		

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-223619 on Form S-8 of our report relating to the consolidated financial statements and financial statement schedule dated March 29, 2018 of Phillips Edison & Company, Inc., formerly known as Phillips Edison Grocery Center REIT I, Inc., appearing in the Annual Report on Form 10-K of Phillips Edison & Company, Inc. for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio May 10, 2018